

EXHIBIT C

When class members who object to a proposed class action settlement later appeal a district court’s judgment approving that proposed class action settlement, these “objectors” cannot receive payment or other consideration in exchange for dismissing their appeal of the

judgment unless the payment is approved by the district court after a hearing. *See* Fed. R. Civ. P. 23(e)(5)(B)(ii). If the district court does not approve the payment before the appeal is docketed, the district court must then follow the indicative ruling procedure in Rule 62.1. *See* Fed. R. Civ. P. 23(e)(5)(C). Because the proposed payment agreement was reached after the Objectors docketed their appeal in the Eleventh Circuit, the Court must follow the indicative ruling procedure.

Under Rule 62.1, the Court can issue an indicative ruling stating that it will grant a motion if the court of appeals remands the case for that specific purpose. *See* Fed. R. Civ. P. 62.1(a)(3); *see also* 11th Cir. R. 12.1-1. Here, the Court is asked to approve a \$1,906,000 payment directly from attorneys' fees awarded to Class Counsel under the Ford class settlement, to the Objectors and their counsel, so that the Objectors dismiss their appeal in the Eleventh Circuit. (*See* D.E. 3550 at 1, 4–5.) Once the appeal is dismissed, the Ford class settlement will become effective and then class members will begin receiving settlement benefits. *Id.* at 1.

As an aside, the Court briefly notes that the negotiations between Class Counsel and the Objectors led to another agreement—one beneficial to the entire class. This agreement, which need not be approved by the Court under Rule 23, provides that Class Counsel and Ford will “jointly recommend to the Settlement Special Administrator that at least \$5 million of the amount budgeted for the Outreach Program be dedicated to a sweepstakes program tied to the Takata Recalls, which will incentivize Class Members to have the Recall Remedy performed on their vehicles through substantial prizes awarded through a sweepstakes contest.” *Id.* at 4. Importantly, the benefits of the sweepstakes program would flow directly to the class members, and, if the sweepstakes model is implemented by the Settlement Special Administrator and ultimately proves effective, “it may be expanded beyond the \$5 million initial budget.”

